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ROBERT J. CORBER
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December 10, 1990

RECORDATION NO. 6022 - A
FILED IN

DEC 10 1990 - 9 45 AM

INTERSTATE COMMERCE COMMISSION

The Honorable Sidney L. Strickland, Jr.
Secretary
Interstate Commerce Commission
Room 2215
12th Street & Constitution Avenue, N.W.
Washington, D.C. 20423

Dear Mr. Strickland:

I have enclosed an original and two counterparts or copies of the document described below, to be filed and recorded pursuant to Section 11303 of Title 49 of the United States Code. It relates to the railroad rolling stock identified below.

This document is a Release and Bill of Sale, a secondary document, dated November 28, 1990 from The First National Bank of Chicago to Chicago and North Western Transportation Company.

The primary document to which this Release and Bill of Sale is connected is the Conditional Sale Agreement recorded under Recordation No. 6022. Accordingly, it is requested that this document be given the next available letter designation under Recordation No. 6022.

The names and addresses of the parties to the document are as follows:

Assignee:

The First National Bank of Chicago
One First National Plaza
Chicago, Illinois 60670

The Honorable Sidney L. Strickland, Jr.
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Purchaser:

Chicago and North Western
Transportation Company
One North Western Center
Chicago, Illinois 60606

Please file and record the document with indexing under the foregoing names.

A description of the equipment covered by the document follows:

Railroad rolling stock identified in Schedule B of the primary document, as the same may have been supplemented or amended.

A fee of \$15.00 is enclosed for the recordation. Please return the original and any extra copies not needed by the Commission for recordation to the person presenting this letter.

A short summary of the document to appear in the index follows:

Release and Bill of Sale dated November 28, 1990 from The First National Bank of Chicago to Chicago and North Western Transportation Company, covering the railroad rolling stock identified in Schedule B of the primary document, as the same may have been supplemented or amended.

Very truly yours,



Robert J. Corber
Attorney for Chicago and North
Western Transportation Company

Enclosures

6022-A
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INTERSTATE COMMERCE COMMISSION

Counterpart No. 4 of 4

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A128

RELEASE AND BILL OF SALE

WHEREAS, under the terms of CONDITIONAL SALE AGREEMENT dated as of November 15, 1968, (hereinafter called the "Conditional Sale Agreement") between THRAUL CAR MANUFACTURING COMPANY, (hereinafter called "Seller") and CHICAGO AND NORTH WESTERN RAILWAY COMPANY, a Delaware corporation (hereinafter called "Railway"), Seller agreed to sell and deliver to the Railway and Railway agreed to purchase the Railway equipment described on Schedule B attached to the Conditional Sale Agreement, (hereinafter referred to as "Equipment"); and

WHEREAS, under the terms of AGREEMENT AND ASSIGNMENT dated as of November 15, 1968, (hereinafter called the "Agreement and Assignment") between Seller and THE FIRST NATIONAL BANK OF CHICAGO, as agent, (hereinafter referred to as "Assignee"), Seller sold, assigned, transferred and set over all right, title and interest under the aforesaid Conditional Sale Agreement and all right, title and interest to said Equipment to Assignee; and

WHEREAS, effective June 1, 1972 the CHICAGO AND NORTH WESTERN TRANSPORTATION COMPANY (hereinafter called the "Railroad") succeeded to the interests of and assumed the obligations of Railway in the Conditional Sale Agreement and the Agreement and Assignment; and

WHEREAS, Assignee has received from Railroad full payment due under said Conditional Sale Agreement and Agreement and Assignment and the conditions and obligations of Railroad with respect to the Equipment have been satisfied in full;

NOW, THEREFORE, Assignee, in consideration of the sum of One Dollar (\$1.00) to it in hand paid by Railroad, the receipt whereof is hereby acknowledged, DOES HEREBY SELL, ASSIGN, CONVEY, TRANSFER AND SET OVER TO CHICAGO AND NORTH WESTERN TRANSPORTATION COMPANY, the Equipment, TO HAVE AND TO HOLD the Equipment unto CHICAGO AND NORTH WESTERN TRANSPORTATION COMPANY, its successors and assigns forever, free and clear of all liens, encumbrances and security interests created by or arising under the above mentioned Conditional Sale Agreement and Agreement and Assignment.

Assignee does hereby covenant that it has not done anything whereby the Equipment hereby conveyed is or may be in any manner encumbered or charged; that the Equipment is free and clear of all liens and encumbrances of every kind and nature whatsoever created by Assignee or arising out of any act, obligation or liability on its party. The Assignee hereby authorizes removal from the Equipment of any and all ownership plates and other markings of Assignee.

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IN WITNESS WHEREOF, The First National Bank of Chicago has caused this instrument to be executed in its corporate name by one of its Vice Presidents and attested by one of its Banking Officers, this 28th day of November A.D. 1990.

THE FIRST NATIONAL BANK OF CHICAGO

By 
Vice President
R. J. Bruner

ATTEST:

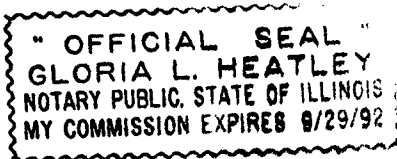


L. Dillard

Assistant Vice President

STATE OF ILLINOIS)
) SS
COUNTY OF COOK)

On this 28th day of November, 1990, before me personally appeared R. J. Bruner and L. Dillard to me personally known, who, being by me duly sworn, says that they are, respectively, a Vice President and a Banking Officer of The First National Bank of Chicago, a corporation, that said instrument was signed on behalf of said corporation by authority of its Board of Directors, and they acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



Gloria L. Heatley
Notary Public

Gloria L. Heatley

My Commission Expires

(NOTARY SEAL)

SCHEDULE B—THRALL

<u>Type</u>	<u>Manufacturer's Specifications</u>	<u>Manufacturer's Plant</u>	<u>Quantity</u>	<u>Railroad's Car Numbers (both inclusive)</u>	<u>Unit Base Price</u>	<u>Total Base Price</u>	<u>Delivery</u>
86'6" 100-ton hi-cube steel box cars	BX-100- 85-102	Chicago Heights, Illinois	25	92507 to 92531	\$27,959.40	\$698,985	Nov. 1968
86'6" 70-ton hi-cube box cars	BX-C 100- 86-103	Chicago Heights, Illinois	10	92121 to 92130	28,541.00	285,410	Dec. 1968
48'6" 70-ton bulkhead steel flat cars	FM-C-70- 54-11	Chicago Heights, Illinois	50	48800 to 48849	15,526.44	776,322	Jan. 1969
						<u>\$1,760,717</u>	

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